

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS - JANUARY 23, 2019**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
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Approval for Continued Engagement of KPMG LLP as the System's Internal Audit Consultant	19254
Finance Committee	
Approval of an Office/Hangar Lease	19255
Approval to Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation	19256
Approval to Amend the Agreement with Donley's Inc. as the Construction Manager for the New Parking Garage on View Road	19257
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Approval of Board Meeting Minutes, November 28, 2018

RESOLUTION 19253

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of November 28, 2018, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approve the Minutes of the Regular Meeting of November 28, 2018, as presented.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss,
Dr. Silvers

NAYS: None

ABSENT: Ms. Anderson, Ms. Whiting

ABSTAINED: None

DATE: January 23, 2019

Approval of the continued engagement of KPMG LLP as the System's Internal Audit Consultant

RESOLUTION 19254

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the continued engagement of KPMG LLP as the System's Internal Audit consultant; and

WHEREAS, the Board's Audit Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the continued engagement of KPMG as the System's Internal Audit consultant, for the purpose of providing management, assistance, advice and guidance with performing enterprise risk assessments, prioritizing risks and associated audits, providing oversight of Information Technology (IT) audits and reporting to management and the Audit Committee of the Board of Trustees, for the year 2019, with cost not to exceed \$875,000 and associated expenses not to exceed \$20,000, to be paid out of general operating funds.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss, Dr. Silvers

NAYS: None

ABSENT: Ms. Anderson, Ms. Whiting

ABSTAINED: None

DATE: January 23, 2019

Approval of an Office/Hangar Lease

RESOLUTION 19255

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve the renewal of an office/hangar lease; and

WHEREAS, the Finance Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the renewal of the office/hangar lease as more fully described in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss, Dr. Silvers

NAYS: None

ABSENT: Ms. Anderson, Ms. Whiting

ABSTAINED: None

DATE: January 23, 2019

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval to Amend the Architectural Services Agreement with
HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation

RESOLUTION 19256

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement for architectural services with HGA Architects and Engineers, LLC as the Master Architect for the Campus Transformation project (the “Project”).

WHEREAS, the Board’s Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment of the agreement with HGA Architects and Engineers, LLC to provide additional architectural and engineering services for the Project. The total fees for this additional work shall not exceed \$53,300, for a total amended fee amount not to exceed \$31,909,453, to be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss,
 Dr. Silvers

NAYS: None

ABSENT: Ms. Anderson, Ms. Whiting

ABSTAINED: None

DATE: January 23, 2019

Approval to Amend the Agreement with Donley's Inc. as the Construction Manager for
the New Parking Garage on View Road

RESOLUTION 19257

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to amend the current agreement with Donley's Inc. as the System's construction manager at risk for the new parking garage on View Road (the "Project"); and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the amendment of the agreement with Donley's Inc. as the System's construction manager at risk for the Project. The total fees for this additional work shall not exceed \$625,500, for a total amended fee amount not to exceed \$25,125,500, to be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss,
Dr. Silvers

NAYS: None

ABSENT: Ms. Anderson, Ms. Whiting

ABSTAINED: None

DATE: January 23, 2019

Approval of the Reaffirmation of the Policy Relative to the Open Meetings Law

RESOLUTION 19258

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for the reaffirmation of the Policy relative to the Open Meetings Law for 2018-2019; and

WHEREAS, the Board's Legal and Government Relations Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby approves the reaffirmation of the Policy relative to the Open Meetings Law for 2018-2019.

BE IT FURTHER RESOLVED, The President and Chief Executive Officer is hereby authorized to finalize any other documents consistent with this resolution.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss, Dr. Silvers

NAYS: None

ABSENT: Ms. Anderson, Ms. Whiting

ABSTAINED: None

DATE: January 23, 2019

POLICY OF THE BOARD OF TRUSTEES
OF THE METROHEALTH SYSTEM
RELATIVE TO OPEN MEETINGS LAW

December 12, 2018

1. Pursuant to Section 121.22 (F) of the Ohio Revised Code, the Board of Trustees of The MetroHealth System hereby ratifies its traditional policy of conducting the business of The MetroHealth System in public meetings. Interested citizens and representatives of the news media are welcome to attend all meetings of the Board.
2. Executive sessions, not open to the public, shall be held only in accordance with, and for the purposes specified in, Ohio Revised Code, Section 121.22 (G).
3. The Board of Trustees regularly meets at 8:00 a.m. on the fourth Wednesday of every other calendar month at MetroHealth Medical Center, 2500 MetroHealth Drive, Cleveland, Ohio, except on those occasions when this date would conflict with a holiday, or when a quorum of Trustees would not be available. A Schedule of Board Meeting dates, including Board Committee meeting dates, for each ensuing calendar year shall be adopted at each regular December meeting, and shall be provided to any citizen upon written request without charge. The Board may modify this schedule from time to time in accordance with its Bylaws and by providing public notice of at least fourteen (14) days.

Special meetings of the Board may be held from time to time and any citizen who has made a written request for notification pursuant to Section 4. below shall be so notified of such special meetings and the purposes of these meetings at least twenty-four (24) hours in advance of the meeting, except in the event of an emergency requiring immediate official action.

4. Any citizen, including news media representatives, desiring further information about the time, date, place and purpose of any meeting of The MetroHealth System Trustees may obtain such information by addressing a letter requesting to be registered for written notification of regular and special Board meetings, or regular and special Committee meetings, or both, to the Office of the Executive Assistant to the President, The MetroHealth System, 2500 MetroHealth Drive, Cleveland, Ohio 44109-1998. All Board and Committee meeting dates, including special meetings, and any changes in such dates, agendas, minutes and resolutions shall be posted on The MetroHealth System website.

Appropriate written notification will be sent following receipt by The MetroHealth System of one of the following:

- a. a check payable to The MetroHealth System in the amount of \$25.00 to cover mailing and handling costs for a one-year period, or
- b. a quantity of pre-addressed and stamped legal-size envelopes for the mailing of Board meeting notices.

For further information, the Assistant to the Board may be contacted at 778-5723.

- 5. Notices for meetings will include the time, date and place of the meeting. Notices for special meetings of the Board will also include the purpose for which the meeting has been called.

All persons requesting to be registered for Board meeting notification should provide a telephone number or an email address where they can be contacted in the event of a cancellation, in which case a reasonable effort will be made to provide this information.

The MetroHealth System shall assume no responsibility for notifying those registered of the expiration of the period for which they have paid fees for written notifications, or when the quantity of envelopes supplies for this purpose has been depleted.

Approval of Liability Claims
At or Under \$100,000 for 2018

RESOLUTION 19259

Whereas, the Board of Trustees of The MetroHealth System has been advised of the settlement of liability claims against The MetroHealth System;

Whereas, the Board has reviewed these claims with the Chief Legal Officer and the settlements are at or under \$100,000;

Whereas, the Board confirms and ratifies the settlement of said claims in an amount as set forth in a confidential addendum; and

Whereas, this authorization does not admit liability in these professional and general liability claims but expressly denies the same, and the settlements are authorized only in compromise of a disputed matter.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby confirms and ratifies settlement of professional and general liability claims for 2018 in the amount set forth in the detailed listing of these claim settlements in the confidential addendum which is made a part of this Resolution, to be paid from the general operating fund.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss,
 Dr. Silvers

NAYS: None

ABSENT: Ms. Anderson, Ms. Whiting

ABSTAINED: None

DATE: January 23, 2019

Attachment A

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Approval of Workers' Compensation Claims
At or Under \$100,000 for 2018

RESOLUTION 19260

Whereas, the Board of Trustees of The MetroHealth System has been advised of the settlement of Bureau of Workers' Compensation claims against The MetroHealth System;

Whereas, the Board has reviewed these claims with the Chief Legal Officer and the settlements are at or under \$100,000;

Whereas, the Board confirms and ratifies the settlement of said claims in an amount as set forth in a confidential addendum; and

Whereas, this authorization does not admit liability in these Bureau of Workers' Compensation claims but expressly denies the same, and the settlements are authorized only in compromise of a disputed matter.

NOW, THEREFORE, BE IT RESOLVED, The Board of Trustees of The MetroHealth System hereby confirms and ratifies settlement of the Bureau of Workers' Compensation claims for 2018 in the amount set forth in the detailed listing of these claim settlements in the confidential addendum which is made a part of this Resolution, to be paid from the Workers' Compensation Fund.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss,
Dr. Silvers

NAYS: None

ABSENT: Ms. Anderson, Ms. Whiting

ABSTAINED: None

DATE: January 23, 2019

Attachment A

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Approval of Medical Staff Providers Appointments and Actions
November/December 2018

RESOLUTION 19261

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on November 27, 2018. The appointments will then be reviewed and accepted by the Medical Executive Committee on December 14, 2018.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Bains, Shivnaveen, MD	Psychiatry		11/28/2018
Patel, Malaykumar, MD	Radiology		11/28/2018
Willins, Collette, MD	Family Medicine		11/28/2018

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Rucker, Angalesia, CNP	Medicine	Internal Medicine	11/28/2018

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Burns, Joshua, MD	Emergency Medicine		11/28/2018
Cruz, Amy, PT	PM&R		11/28/2018
Fletcher, Elevani, LPCC	Psychiatry		12/10/2018
*Guirguis, Albair, MD	Radiology		11/19/2018
King, Jeremy, MD	Emergency Medicine	Life Flight	11/28/2018
Lumpkin, Raymond, PT	PM&R		11/28/2018
Perez, Nicole, PA-C	Surgery	Cardiothoracic	11/28/2018
Poyma, Theresa, PT	PM&R		11/28/2018
Summers, David, PA-C	Emergency Medicine		11/28/2018
Talati, Ravi, DO	Pediatrics	Hematology/Oncology	11/28/2018
Tripodi, Michael, PA-C	Emergency Medicine		11/28/2018

*Approved through Expedited Review Process

The following actions to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on November 27, 2018. The Actions will then be reviewed by the Medical Executive Committee on December 14, 2018.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
George, Kenneth, PA-C	Emergency Medicine		11/7/2018-R
Marotta, Gia, MD	Otolaryngology		11/16/2018-RL
Srighanthan, Kavitha, MD	Medicine	Gastroenterology	11/14/2018-RL

Additional Clinical Privileges

<i>Name</i>	<i>Privileges</i>	<i>Date</i>
Papp, Stefan, CNP	Emergency Medicine Privileges	11/28/2018

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

The following Appointments to The MetroHealth System Medical Staff will be reviewed by the C&S Committee on December 18, 2018. The appointments will then be reviewed and accepted by the Medical Executive Committee on January 11, 2019.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Castillo, Santiago, MD	Pathology		12/19/2018
Degolia, Peter, MD	Geriatric Medicine		12/19/2018
Karunakaran, Sanjay, DDS	Dental Medicine		12/19/2018

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Fortuna, Suzanne, CNS	Emergency Medicine		12/19/2018
Kirksey, Roshawn, CNP	Medicine	Hospital Medicine	12/19/2018

Bioscientific

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Sossey-Alaoui, Khalid, PhD	Medicine	Research	12/31/2018
Vrabec, Tina, PhD	PM&R	Research	1/7/2019

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Amundson, Gary, MD	Radiology		12/19/2018
Chaney, Mickie, LISW	Medicine	Infectious Disease	12/19/2018
Crenshaw, Courtland, DO	Emergency Medicine		12/19/2018
Gawry, Paul, PA-C	Cardiothoracic Surgery		12/19/2018

Reappointment

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>
Zahler, Stacey, DO	Pediatrics	Hematology/Oncology	12/19/2018

**The following actions to The MetroHealth System Medical Staff will be reviewed
C&S Committee on December 18, 2018. The Actions will then be reviewed by the
Medical Executive Committee on January 11, 2019.**

Resignations

<i><u>Name</u></i>	<i><u>Department</u></i>	<i><u>Division</u></i>	<i><u>End Date</u></i>
Abumeri, Sana, MD	Emergency Medicine		11/26/2018-R
Currens, Blake, PA-C	Emergency Medicine		11/26/2018-R
Do, Brian, DO	Radiology		11/27/2018-R
Eckhauser, Christine, MD	Radiology		11/30/2018-RT
Jones, David, DO	Medicine	Hospital Medicine	12/17/2018-RL
Laskey, Sara, MD	Emergency Medicine		11/25/2018-R
Latifi, Samir, MD	Pediatrics	Critical Care Medicine	9/30/2017-R
Morris, Heidi, DO	Family Medicine		12/10/2018-R
Ondrejka, Jason, DO	Emergency Medicine		12/10/2018-R
Rose, Peter, MD	OB/GYN	Research	6/30/2017-R
Schmitt, Michael, MD	Emergency Medicine		11/26/2018-R

Additional Clinical Privileges

<i><u>Name</u></i>	<i><u>Privileges</u></i>	<i><u>Effective Date</u></i>
Botros, Geehan, MD	Geriatric Medicine Privileges	1/1/2019

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss,
Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

DATE: January 23, 2019

Approval of Claim Settlement

RESOLUTION 19262

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a lawsuit;

WHEREAS, the Board's Legal and Government Relations Committee has reviewed this recommendation and now recommends its approval.

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification	Maximum Settlement
No. 17-23-0516	\$117,500.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim against the amount set forth above, to be paid from operations, to be submitted for reimbursement to Select Assurance Captive LLC.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

DATE: January 23, 2019

Approval of Claim Settlement

RESOLUTION 19263

WHEREAS, the Board of Trustees of The MetroHealth System has been advised of a certain claim against The MetroHealth System involving a lawsuit;

WHEREAS, the Board has reviewed this claim with the Chief Legal Officer and the Chief Risk Officer;

WHEREAS, the Board authorizes and ratifies settlement of said claim in amount not to exceed the maximum limits as set forth below:

Claim Identification	Maximum Settlement
No. 17-28-0117	\$1,250,000.00

WHEREAS, this authorization does not admit liability but expressly denies the same, and negotiation of a settlement is authorized only in compromise of a disputed matter and in order to avoid the concerns and expense of further investigation and litigation.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby authorizes and ratifies settlement of the claim in the amount set forth above, to be paid from operations and to be submitted for reimbursement to Select Assurance Captive LLC.

AYES: Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly (via phone), Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Ms. Anderson

ABSTAINED: None

DATE: January 23, 2019